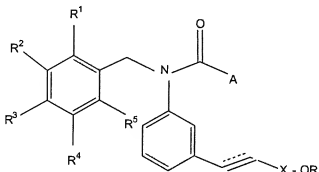


Amendments to the Claims/Listing of Claims

Please amend claim 11 as follows. The listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously presented) A method for the treatment of hypercholesteremia or cholestasis, said method comprising administering to a subject in need thereof an effective amount of at least one compound having the structure:



wherein:

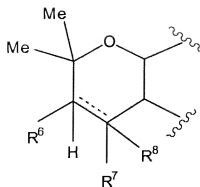
A is a C3 up to C8 branched chain alkyl or substituted alkyl group, a C3 up to C7 cycloalkyl or substituted cycloalkyl, an optionally substituted aryl or an optionally substituted heteroaryl,

X is $-\text{C}(\text{O})-$ or $-\text{CH}_2-$,

R is methyl or ethyl,

R^1 is H, hydroxy, alkoxy, benzoyloxy, mesityloxy, or $-\text{OCH}_2\text{C}(\text{O})\text{OC}_2\text{H}_5$,

R^2 is H or R^2 can cooperate with R^3 to form a benzopyran, wherein the pyran ring has the structure:



wherein:

R^6 is not present if the pyran ring is unsaturated, or, if present, is selected from H, -OR, wherein R is alkyl or acyl, or R^6 can cooperate with R^7 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety, and

only one of R^7 and R^8 is present if the pyran ring is unsaturated, or R^7 and R^8 are independently H, carboxyl, cyano, hydroxy, alkoxy, thioalkyl, aryl, or R^7 and R^8 taken together comprise a carbonyl oxygen or an oxime nitrogen, or either R^7 or R^8 can cooperate with R^6 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety,

R^3 can cooperate with R^2 to form a benzopyran having the structure set forth above, or R^3 is alkenyl, optionally substituted aryl or heteroaryl, or optionally substituted arylalkenyl or heteroarylalkenyl,

R^4 is H or hydroxy, and

R^5 is H, hydroxy, alkoxy or aryloxy.

2. (Previously presented) The method of claim 1 wherein said method comprises treatment of hypercholestermia.

3. (Previously presented) The method of claim 1 wherein said method comprises treatment of cholestasis.

4. (Original) The method of claim 1 wherein R^2 and R^3 cooperate to form a benzopyran.

5. (Original) The method of claim 4 wherein A is cyclopropyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.
6. (Original) The method of claim 4 wherein A is cyclopropyl, X is -CH₂-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.
7. (Original) The method of claim 4 wherein A is cyclohexyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.
8. (Original) The method of claim 4 wherein A is phenyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.
9. (Original) The method of claim 4 wherein A is phenyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ cooperate to form a dichlorocyclopropyl ring, and R⁴, R⁵ and R⁸ are hydrogen.
10. (Original) The method of claim 4 wherein A is cyclohexyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ cooperate to form a dichlorocyclopropyl ring, and R⁴, R⁵ and R⁸ are hydrogen.
11. (Currently amended) The method of claim 1 wherein R³ is **substituted or unsubstituted** alkenyl.
12. (Original) The method of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹, R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-C(O)-O-tBu.
13. (Original) The method of claim 1 wherein R³ is optionally substituted aryl or heteroaryl.

14. (Previously presented) The method of claim 13 wherein said compound is selected from the group consisting of compounds wherein:

A is cyclohexyl,

X is -C(O)-,

R¹ R², R⁴ and R⁵ are each hydrogen, and

R³ is selected from the group consisting of phenyl, p-thiomethyl-phenyl, m-methoxy-phenyl, m-acetyl-phenyl, 5-methyl-2-thiophene-yl, 5-acetyl-2-thiophene-yl, 4-dimethylamino-phenyl, and 2,3-(O-CH₂-O)-phenyl.

15.-20. Cancelled.

21. (Previously presented) The method of claim 13 wherein said compound is selected from the group consisting of compounds wherein:

A is isopropyl,

X is -C(O)-,

R¹ R², R⁴ and R⁵ are each hydrogen, and

R³ is 4-dimethylamino-phenyl, or 2,3-(O-CH₂-O)-phenyl.

22.-23. Cancelled.

24. (Original) The method of claim 1 wherein R³ is or optionally substituted arylalkenyl or heteroarylalkenyl.

25. (Previously presented) The method of claim 24 wherein said compound is selected from the group consisting of compounds wherein:

A is cyclohexyl,

X is -C(O)-, R¹ R², R⁴ and R⁵ are each hydrogen, and

R³ is selected from the group consisting of -CH=CH-phenyl, -CH=CH-p-methoxy-phenyl, -CH=CH-o-fluoro-phenyl, -CH=CH-m-fluoro-phenyl, and -CH=CH-p-fluoro-phenyl.

26. (Previously presented) The method of claim 24 wherein said compound is selected from the group consisting of compounds wherein:

A is isopropyl,

X is -C(O)-,

R¹ R², R⁴ and R⁵ are each hydrogen, and

R³ is selected from the group consisting of -CH=CH-phenyl, -CH=CH-o-fluoro-phenyl, -CH=CH-m-fluoro-phenyl, and -CH=CH-p-fluoro-phenyl.

27.-37. Cancelled.